



State of Rhode Island  
Department of State - Business Services Division

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## Articles of Incorporation

DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

|  |                           |                       |
|--|---------------------------|-----------------------|
| 1. The name of the corporation is:<br><b>The Gryphon Foundation for Global Change</b>  |                           |                       |
| 2. The period of its duration is: <b>CHECK ONE BOX ONLY</b>  |                           |                       |
| <input checked="" type="checkbox"/> Perpetual (on-going)<br><input type="checkbox"/> Date certain for dissolution _____  |                           |                       |
| 3. The specific purpose or purposes for which the corporation is organized are:<br>Our mission is to bridge the gap in the nonprofit sector by empowering diverse visionaries to create impactful nonprofits. We provide comprehensive support, resources, and training to founders of all backgrounds, with a focus on promoting BIPOC and ESL leaders. We offer multilingual materials and we support international NGOs in establishing U.S. sister organizations. Through online resources, webinars, cohort training, and micro-grants, we ensure the successful growth of new nonprofits.<br><div style="text-align: right;">Check the box to indicate an attachment <input checked="" type="checkbox"/></div> |                           |                       |
| 4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these Articles of Incorporation for the regulation of the internal affairs of the corporation are:<br>(i) Any provisions, not inconsistent with the law, that the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including a provision eliminating or limiting the personal liability of a director to the corporation or to its members for<br><div style="text-align: right;">Check the box to indicate an attachment <input checked="" type="checkbox"/></div>  |                           |                       |
| 5. Name and address of the initial registered agent/office in Rhode Island is:   |                           |                       |
| Agent Name <b>Lee Domaszowec</b>   |                           |                       |
| Street Address (NOT a P.O. Box) <b>334 School Street</b>   |                           |                       |
| City <b>North Kingstown</b>  | State <b>RHODE ISLAND</b> | Zip Code <b>02852</b> |

### MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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BY *[Signature]*

6. The number of the initial Board of Directors of the Corporation is 5 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

| NAME               | ADDRESS  |
|--------------------|--|
| Lee Domaszowec     | 334 School Street, North Kingstown Rhode Island, 02852 |
| Yitzchak Engelberg | 71-13 60th Lane, Apt 209, Ridgewood New York, 11385    |
| Lauren Domaszowec  | 334 School Street, North Kingstown Rhode Island, 02852 |
| Marta Skurska      | 63/5 Irpinska Street, Kyiv, Ukraine                    |

Check the box to indicate an attachment ☒

7. The name and address of each incorporator is:

| NAME               | ADDRESS  |
|--------------------|--|
| Lee Domaszowec     | 334 School Street, North Kingstown Rhode Island, 02852 |
| Yitzchak Engelberg | 71-13 60th Lane, Apt 209, Ridgewood New York, 11385    |
| Lauren Domaszowec  | 334 School Street, North Kingstown Rhode Island, 02852 |
|                    |  |

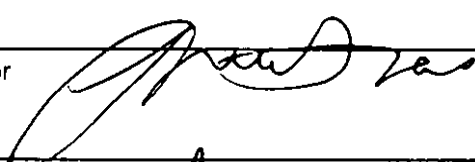
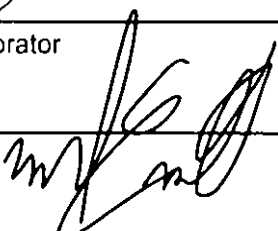
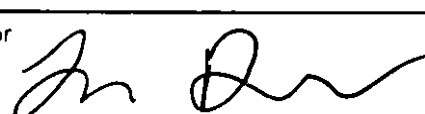
Check the box to indicate an attachment ☐

8. Date when these Articles of Incorporation will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 30 days from the date of filing) \_\_\_\_\_

9. Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

|   |                    |
|---|--------------------|
| Type or Print Name of Incorporator<br>Lee Domaszowec  | Date<br>06/24/2024 |
| Signature of Incorporator  |                    |
| Type or Print Name of Incorporator<br>Yitzchak Engelberg  | Date<br>06/24/2024 |
| Signature of Incorporator  |                    |
| Type or Print Name of Incorporator<br>Lauren Domaszowec   | Date<br>06/24/2024 |
| Signature of Incorporator  |                    |

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# **Articles of Incorporation of The Gryphon Foundation for Global Change**

## **Title 7: Corporations, Associations, and Partnerships**

### **Chapter 6: Rhode Island Nonprofit Corporation Act**

#### **R.I. Gen. Laws § 7-6-34**

##### **(a) The articles of incorporation shall set forth:**

###### **(1) The name of the corporation:**

The Gryphon Foundation for Global Change

###### **(2) The period of duration, which may be perpetual:**

Perpetual

###### **(3) The purpose or purposes for which the corporation is organized:**

Our mission is to bridge the gap in the nonprofit sector by empowering diverse visionaries to create impactful nonprofits. We provide comprehensive support, resources, and training to founders of all backgrounds, with a focus on promoting BIPOC and ESL leaders. Our multilingual materials are available from day one, and we support international NGOs in establishing U.S. sister organizations. Through online resources, webinars, cohort training, direct assistance, and micro-grants, we ensure the successful growth of new nonprofits.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**(4) (i) Any provisions, not inconsistent with the law, that the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including a provision eliminating or limiting the personal liability of a director to the corporation or to its members for monetary damages for breach of the director's duty as a director. However, the provision does not eliminate or limit the liability of a director:**

**(A) For any breach of the director's duty of loyalty to the corporation or its members;**

**(B) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or**

**(C) For any transaction from which the director derived an improper personal benefit, and also including any provision that under this chapter is required or permitted to be set forth in the bylaws.**

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. No provision eliminating or limiting the personal liability of a director will be effective with respect to causes of action arising prior to the inclusion of the provision in the articles of incorporation of the corporation.

**(5) The address of its initial registered office, and the name of its initial registered agent at the address:**

- **Initial Registered Office Address:** [334 School Street, North Kingstown Rhode Island, 02852]
- **Initial Registered Agent Name:** [Lee Domaszowec]

**(6) The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors:**

- **Number of Initial Directors:** [5]
- **Names and Addresses of Initial Directors:**

5. Nicole Vergos, 13 Lonehill Village Estate, corner Rockery Lane and the Straight Avenue, Lonehill, Johannesburg, Gauteng, South Africa, 2196

**(7) The name and residence or business address of each incorporator:**

• **Incorporators:**

1. Lee Domaszowec, 334 School Street, North Kingstown Rhode Island, 02852
2. Yitzchak Engelberg, 71-13 60th Lane, Apt 209, Ridgewood New York, 11385
3. Lauren Domaszowec, 334 School Street, North Kingstown Rhode Island, 02852

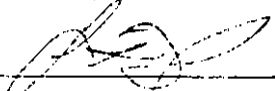
**(b) It is not necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this chapter.**

**(c) Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws is controlling. In all other cases, whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation is controlling.**


**(8) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.**

In witness whereof, we Directors have subscribed our names this 24th day of June, 2024.

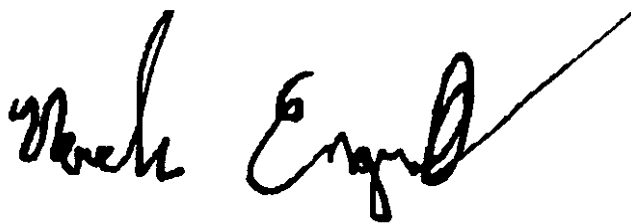
Lee Domaszowec, 334 School Street, North Kingstown Rhode Island, 02852

Signature  Date 06/25/2024

Lauren Domaszowec, 334 School Street, North Kingstown Rhode Island, 02852

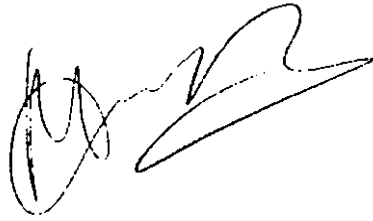
Signature  Date 06/25/2024

Yitzchak Engelberg, 71-13 60th Lane, Apt 209, Ridgewood New York, 11385

  
Signature \_\_\_\_\_ Date 06/25/2024

Marta Skurska, 63/5 Irpiska Street, Kyiv, Ukraine

Signature

A stylized, handwritten signature in black ink, consisting of several loops and a long, sweeping horizontal stroke at the end.

24 June 2024

Nicole Vergos, 13 Lonehill Village Estate, corner Rockery Lane and the Straight Avenue, Lonehill, Johannesburg, Gauteng, South Africa, 2196

Signature:

N. Vergos

24 June 2024